

RECORDATION NO. 30050 FILED

DEC 30 '11 -1 3 0 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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OF COUNSEL
URBAN A. LESTER

December 30, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 29, 2011, primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	The Huntington National Bank 105 East Fourth Street, Suite 200C Cincinnati, Ohio 45202
Lessee:	Rail Connection, Inc. 737 Eleanor Industrial Park Eleanor, West Virginia 25070

Section Chief
December 30, 2011
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A description of the railroad equipment covered by the enclosed document is:

33 railcars. JTSX 046146, JTSX 046153, JTSX 046154, JTSX 049234, JTSX 049253, JTSX 050403, JTSX 050404, JTSX 050452, JTSX 053610, JTSX 053809, JTSX 053886, JTSX 053929, JTSX 054686, JTSX 055144, JTSX 055227, JTSX 055361, JTSX 055373, JTSX 055383, JTSX 055387, JTSX 055439, JTSX 055440, JTSX 055674, JTSX 055681, JTSX 055686, JTSX 055694, JTSX 063341, JTSX 065011, JTSX 190525, JTSX 190759, JTSX 478915, JTSX 480955, JTSX 488633 and JTSX 800520.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/bhs
Enclosures

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

- 1) Pursuant to that certain Master Lease Agreement dated October 14, 2009 and the related Financing Lease Schedule No 6243.30 dated December 29, 2011 (collectively, the "Lease Agreement"), has leased to the Lessee the railroad cars identified on Exhibit A attached hereto and made a part hereof (the "Cars") Said lease of the Cars is referred to hereinafter as the "Lease"
- 2) The addresses of the parties are as follows

Lessor: **The Huntington National Bank**
Equipment Finance Division
105 East Fourth Street
Cincinnati, OH 45202

Lessee **Rail Connection, Inc.**
737 Eleanor Industrial Park
Eleanor, WV 25070
- 3) The term of the Lease is 72 months commencing on December 29, 2011 and will expire on January 29, 2016 unless otherwise extended or amended by the parties
- 4) The terms and provisions of the Lease are more particularly set forth in the Lease Agreement
- 5) This Memorandum of Lease may be executed in any number of counterparts, each of which is so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same document, which may be evidenced by any such signed counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of December 29, 2011.



ELIZABETH L. JAEB
Notary Public, State of Ohio
My Commission Expires Mar 28, 2012
Recorded in Hamilton County

State of Ohio, County of Hamilton

The Huntington National Bank

By: Christine McIntosh
Name: Christine M. McIntosh
Title: Sales Coordinator

On 12/20/11 before me personally appeared Christine M. McIntosh, to me personally know, who being by me duly sworn says that he is Sales Coordinator of the Huntington National Bank, and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation

[Signature]
Notary Public
My commission expires 3.28.12

Rail Connection, Inc.

By: [Signature]
Name: Warren K. Higginbotham
Title: V.P.

State of West Virginia, County of Putnam

On 12/27/11 before me personally appeared Warren K. Higginbotham to me personally know, who being by my duly sworn says that he is Vice President of Rail Connection, Inc. and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



OFFICIAL SEAL
NOTARY PUBLIC
STATE OF WEST VIRGINIA
MAUREEN F. GUNN
The Home Show
23 Chase Drive
Hurricane, WV 25326
My Commission Expires 12-15-2016

[Signature]
Notary Public
My commission expires 12-15-2016

**EXHIBIT A
DESCRIPTION OF RAILCARS**

This is Exhibit A to the Memorandum of Lease dated December 29, 2011 between The Huntington National Bank "Lessor" and Rail Connection, Inc. "Lessee".

Quantity of Rail Cars: (33) Thirty-Three

Description of Cars: (33) Thirty-Three 1971-1981 National Steel Car built, 4750 cu ft capacity, 263,000 lbs GWR limit, covered hoppers currently bearing the following Railroad Car Marks and Numbers:

Unit Initial	Unit Number	Unit Initial	Unit Number
JTSX	046146	JTSX	055383
JTSX	046153	JTSX	055387
JTSX	046154	JTSX	055439
JTSX	049234	JTSX	055440
JTSX	049253	JTSX	055674
JTSX	050403	JTSX	055681
JTSX	050404	JTSX	055686
JTSX	050452	JTSX	055694
JTSX	053610	JTSX	063341
JTSX	053809	JTSX	065011
JTSX	053886	JTSX	190525
JTSX	053929	JTSX	190759
JTSX	054686	JTSX	478915
JTSX	055144	JTSX	480955
JTSX	055227	JTSX	488633
JTSX	055361	JTSX	800520
JTSX	055373		

WKK

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12-30-11

Edward M Luria
Edward M. Luria